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AUTHORIZATION : Patricia Pizzit

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ORDER DATE : October 28, 1998

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ORDER NO. : 011713-005

CUSTOMER NO: 81528A

CUSTOMER: Ms. Donna Madsen
KENNETH F. OSWALD, ESQ
KENNETH F. OSWALD, ESQ
Suite 110
600 Courtland Street
Orlando, FL 32804

FILED
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DIVISION OF CORPORATIONS
98 OCT 28 PM 2:12

DOMESTIC FILING

NAME: BALLANTYNE COMMUNITY
ASSOCIATION, INC.

700002674187--9

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION
OF
BALLANTYNE COMMUNITY ASSOCIATION, INC.
A NON-PROFIT CORPORATION

The undersigned subscribers, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be the *BALLANTYNE COMMUNITY ASSOCIATION, INC., a non-profit corporation*, which is hereinafter referred to as "the Association".

ARTICLE II
PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, Conditions, Easements and Restrictions for *BALLANTYNE* recorded in the Public Records of Seminole County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to preserve the values and amenities of the property as defined in the Declaration (the "Subject Property") and to maintain the common areas within the Subject Property for the benefit of the Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Developer) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration above identified. The Association shall also have all of the powers necessary to implement the purpose of the Association as set forth in the Declaration and to provide for the general health and welfare of its membership.

The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit Number 4117-0435A-ERP requirements and applicable district rules, and shall assist in the enforcement of the restrictions and covenants contained in the Declaration. In addition to the other provisions of the Declaration, the Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system. The assessments, in addition to the other matters as provided in the Declaration, shall be used for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements.

Definitions set forth in the Declaration are incorporated herein by this reference.

ARTICLE III **MEMBERS**

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

Section 2. Voting Rights. The Association shall have two (2) classes of voting membership:

Class A. Class A Members shall be all those Owners as defined in Section 1, with the exception of the Developer (as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it would otherwise qualify). Except as provided below, Class A Members shall be entitled to one (1) vote for each Lot in which they hold the ownership interest required for membership; provided, however, that in the event that (i) two (2) or more contiguous Lots or (ii) one (1) Lot and a portion contiguous thereto of another Lot are owned in common by the same Owner and combined, developed and improved by such Owner as a single unified residential homesite, the Owner of any such combination of Lots shall only be entitled to one (1) vote for each such combination of Lots so owned. When more than one person or entity holds the ownership interest required for membership in the Association, each such person or entity shall be a member, but the single vote of such members with respect to the Lot owned by them shall be exercised as those holding a majority interest in the Lot determine. However, in no event shall more than one (1) Class A vote be cast with respect to any Lot which is owned by more than one person or entity. The Association may, but shall not be obligated to, recognize the vote or written assent of any co-owner of a Lot, but the Association shall recognize the vote or written assent of a particular co-owner who or which is designated by a majority interest of all co-owners entitled to cast the vote attributable to the Lot owned by such co-owners, provided that such written designation shall be delivered to the Association not less than twenty-four (24) hours prior to the taking of the particular vote in question.

Class B. The Class B member shall be the Developer. The Class B member shall be entitled to three (3) votes for each Lot in which Developer holds the ownership interest required for membership; provided, however, that Class B membership shall cease and be converted to Class A membership when the total votes outstanding in Class A membership exceeds the total votes outstanding in Class B membership, at which time Class B membership shall be terminated and the Class B member shall automatically be entitled and required to vote as a Class A member. Notwithstanding the foregoing, *BALLANTYNE* may be developed in phases, with the recordation of more than one (1) plat affecting the Subject Property. Developer intends to develop thirty-three (33) Lots in the Subject Property, and effective as of the date of this Declaration, Developer shall have three (3) Class B votes for each of such thirty-three (33) Lots, regardless of whether any or all of such Lots have been included in a recorded plat of all or a portion of the Subject Property at the time this Declaration is recorded.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Membership shall be in accordance with the provisions of the By-Laws of the Association.

Section 4. General Matters. When reference is made herein, or in the Declaration, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members and not the Members themselves.

ARTICLE IV **CORPORATE EXISTENCE**

The Association shall have perpetual existence.

ARTICLE VI **PRINCIPAL PLACE OF BUSINESS**

The initial street address of the principal place of business of the corporation shall be Suite 350, 2200 Lucien Way, Maitland, Florida 32751.

ARTICLE V **BOARD OF DIRECTORS**

Section 1. Management by Directors. The Property, business, and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) nor more than five (5) persons, but as many as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum

for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Initial Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
T. Jeffery Dodson	2200 Lucien Way, Suite 150 Maitland, Florida 32751
David G. Byrnes	237 Westmonte Drive, Suite 111 Altamonte Springs, Florida 32714
Katherine Montgomery	237 Westmonte Drive, Suite 111 Altamonte Springs, Florida 32714

Section 3. Election of Members of Board of Directors. Except as otherwise provided herein and for the first Board of Directors, directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association residing at the Subject Property or shall be authorized representatives, officers, or employees of corporate members of the Association, or designees of the Developer.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

ARTICLE VI **OFFICERS**

Section 1. Officers Provided For. The Association shall have a President, Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties

of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and address of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Name and Office</u>	<u>Address</u>
T. Jeffery Dodson President/Treasurer	2200 Lucien Way, Suite 150 Maitland, Florida 32751
David G. Byrnes Vice President	237 Westmonte Drive, Suite 111 Altamonte Springs, Florida 32714
Katherine Montgomery Secretary	237 Westmonte Drive, Suite 111 Altamonte Springs, Florida 32714

ARTICLE VIII **AMENDMENTS**

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection (by membership of the Association for adoption or rejection (by affirmative vote of 66-2/3% of the Members).

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX **SUBSCRIBERS**

The name and address of the sole subscriber to these Articles of Incorporation is:

T. Jeffery Dodson	2200 Lucien Way, Suite 150 Maitland, Florida 32751
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ARTICLE X
INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceedings, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceedings, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him/her in connection therewith.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association as authorized in this Article.

Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 6. The provisions of this Article X shall not be amended.

ARTICLE XI
DISSOLUTION

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

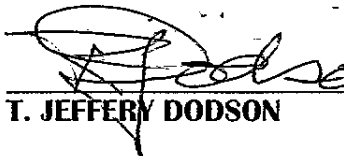
ARTICLE XII

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE XII
REGISTERED AGENT

Until changed, **T. JEFFREY DODSON** shall be the registered agent of the Association and the registered office shall be at Suite 350, 2200 Lucien Way, Maitland, Florida 32751.

IN WITNESS WHEREOF, the said subscriber has hereunto set his hand this 20TH day of October, 1998.



T. JEFFERY DODSON

**STATE OF FLORIDA
COUNTY OF ORANGE**

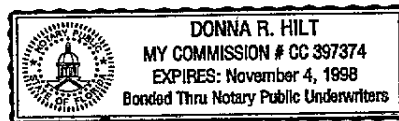
The foregoing instrument was acknowledged before me this 20th day of October, 1998, by **T. JEFFERY DODSON**, as the sole subscriber of **BALLANTYNE COMMUNITY ASSOCIATION, INC.**, a non-profit corporation.


Notary Public

(Print, type or stamp commissioned name of Notary Public)

Personally Known X or Produced Identification _____

Type of Identification Produced _____




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

FILED
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DIVISION OF CORPORATIONS
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In compliance with the laws of Florida, the following is submitted:

First -- That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at City of Orlando, County of Orange, State of Florida, the corporation named in said Articles has named T. JEFFERY DODSON, located at Suite 350, 2200 Lucien Way, Maitland, Florida 32751, County of Orange, State of Florida, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


T. JEFFERY DODSON
Registered Agent

Dated this 20th day of October, 1998.